

10/23/06 12:20:31  
BK 2,590 PG 19  
DESOTO COUNTY, MS  
W.E. DAVIS, CH CLERK

Please record 2nd

RETURN TO: GRP Financial Services Corp.  
360 Hamilton Ave. 5<sup>th</sup> Floor  
White Plains, NY 10601  
(914) 397-7500

Loan No: 11383  
Borrower Name: Smith, Todd

## TRANSFER AND ASSIGNMENT OF MORTGAGE

STATE OF NEW YORK:

COUNTY OF WESTCHESTER

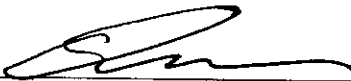
**FOR VALUE RECEIVED** Wells Fargo Bank, National Association as Indenture Trustee for GRP/AG Real Estate Asset Trust 2004-1, as Assignor, has this day transferred sold, assigned, conveyed and set over to GRP Loan, LLC, as Assignee, its successors, representatives and assigns all of the assignor's right, title and interest in and to that certain Mortgage, executed by Todd Y. Smith and wife, Dawn M. Smith a married couple to New Century Mortgage Corporation, dated 03/06/2003, and recorded in Deed Book 1680, Page 0324, in the Office of the Judge of Probate of De Soto County, Mississippi.

The Assignor herein specifically sells, assigns, transfers and conveys to the Assignee, its successors, representatives and assigns the aforementioned Mortgage the property described herein, the indebtedness secured thereby, together with all the rights, title, interest powers, options, privileges and immunities contained therein.


The Assignor herein has this day sold and assigned to the Assignee the Note secured by the aforementioned Mortgage, and this transfer is made to secure the Assignee, its successors, representatives, and assigns in the payment of said Note.

**IN WITNESS WHEREOF**, the Assignor has hereunto set its hand and seal this 13th day of October, 2006.

Wells Fargo Bank, National Association as  
Indenture Trustee for GRP/AG Real Estate  
Asset Trust 2004-1 By: GRP Financial Services Corp  
Attorney in fact

By:  (L.S.)

Title: Andrew Waldman, Vice President

By:  (L.S.)

Title: NATALIE BOWDEN, PRESIDENT

Morris  
up

4

State of New York

County of Westchester

I, Rhonda Porter, a Notary Public in and for said State and County hereby certify that Andrew Waldman and Natalie Bowden whose names as Vice President and President of GRP Financial Services Corp attorney in fact for Wells Fargo Bank, National Association as Indenture Trustee for GRP/AG Real Estate Asset Trust 2004-1 are signed the foregoing conveyance and officers and with full authority, executed the same voluntarily for and as the act of said corporation acting in its capacity as such officers on the day the same bears date.

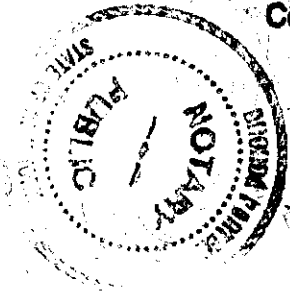
Given under my hand this the 13 day of October, 2006.

Rhonda Porter  
Notary

(Seal)

My Commission Expires: \_\_\_\_\_

**RHONDA PORTER**  
Notary Public, State of New York  
No. 01PO6139984  
Qualified in Dutchess County  
Commission Expires January 17, 20 10



Our File No.: 475.0504393MS/MSP

Lender Loan No.: 11383

**EXHIBIT "A"**

LOT 58, CHEROKEE MEADOWS, SECTION B, SITUATED IN SECTION 31, TOWNSHIP 1 SOUTH, RANGE 6 WEST, CITY OLIVE BRANCH, PLAT BOOK 68, PAGE 50, IN THE REGISTERS OFFICE FOR DESOTO COUNTY, MISSISSIPPI WHICH PLAT REFERENCE IS HEREBY MADE FOR A MORE PARTICULAR DESCRIPTION OF SAID PROPERTY. BEING THE SAME PROPERTY CONVEYED TO TODD Y. SMITH AND WIFE, DAWN M. SMITH BY DEED FROM CHEROKEE MEADOWS, L.P. FILE FOR RECORD IN BOOK 368, PAGE 581, REGISTERS OFFICE FOR DESOTO COUNTY, MISSISSIPPI, DATED 2/29/00. PROPERTY ADDRESS KNOWN AS: 6537 ACREE WOODS DRIVE, OLIVE BRANCH, MISSISSIPPI 3864



BK 2,590 PG 22

**EXHIBIT B****LIMITED POWER OF ATTORNEY**

Wells Fargo Bank, N.A., successor by merger to Wells Fargo Bank Minnesota, National Association, (the "Principal"), (formerly known as Norwest Bank Minnesota, N.A.), in its capacity as indenture trustee under that certain Transfer and Servicing Agreement relating to **GRP/AG Real Estate Asset Trust, 2004-1, Asset Trust Notes, Series 2004-1** dated as of March 1, 2004 (the "Agreement") by and among GRP/AG Real Estate Asset Trust 2004-1, the "Issuer", GRP Financial Services Corp., (the "Servicer"), GRP/AG Capital, LLC, (the "Depositor"), GRP/AG REO 2004-1 LLC, (the "REO Property Owner"), and Wells Fargo Bank, N.A., (the "Indenture Trustee"), hereby constitutes and appoints:

**GRP Financial Services Corp.**

its true and lawful attorney-in-fact (the "Attorney-in-Fact"), acting by and through its officers and employees, with full authority and power to execute and deliver on behalf of Principal any and all of the following instruments to the extent consistent with the terms and conditions of the Agreement:

(i) All documents with respect to residential mortgage loans serviced for Principal by said attorney-in-fact which are customarily and reasonably necessary and appropriate to the satisfaction, cancellation, or partial or full release of mortgages, deeds of trust or deeds to secure debt upon payment and discharge of all sums secured thereby; (ii) Instruments appointing one or more substitute trustees to act in place of the trustees named in Deeds of Trust; (iii) Affidavits of debt, notice of default, declaration of default, notices of foreclosure, and all such contracts, agreements, deeds, and instruments as are appropriate to effect any sale, transfer or disposition of real property acquired through foreclosure or otherwise. (iv) All other comparable instruments.

This Limited Power of Attorney is effective as of the date below and shall remain in full force and effect until revoked in writing by the undersigned or termination of the Agreement, whichever is earlier.

Dated: April 4, 2004


Wells Fargo Bank, N.A.,  
as Indenture Trustee under the Agreement

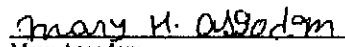
Attest:

  
By: Sherri Sharps  
Its: Assistant Secretary

  
By: Barry Akers  
Its: Vice President

Unofficial Witnesses:

  
Karen Evans

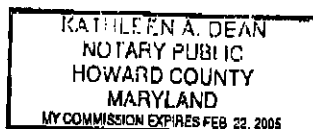
  
Mary Asgodom

STATE OF MARYLAND  
COUNTY OF HOWARD

ss:

On the 4<sup>th</sup> day of April, 2004 before me, a Notary Public in and for said State, personally appeared Barry Akers, known to me to be Vice President of Wells Fargo Bank, N.A., and also known to me to be the person who executed this Power of Attorney on behalf of said bank, and acknowledged to me that such bank executed this Power of Attorney.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal the day and year written above,



Notary Public

